

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS
CENTRAL DIVISION

Civil Action No. 04-40256-FDS

Robert J. Killion, Jr.
Plaintiff,

v.

Mainship Corporation and
Commonwealth Yachts
Defendants.

AFFIDAVIT OF ROBERT J. KILLION, JR.

I, Robert J. Killion, Jr., being duly sworn hereby depose and state as follows:

1. I am the Plaintiff in the above-captioned action and have personal knowledge of the facts contained in this Affidavit.
2. I have reviewed the Affidavit of Michael Hankins and find some of the assertions contained in that affidavit to be inconsistent with my experience in shopping for boats preceding my purchase of the vessel at issue. As an initial matter the contention by Mainship that they never contacted me in Massachusetts is false. In fact, on September 28, 1999 I received information on the Trawler via facsimile from Mainship Corporation.
3. As previously indicated while in the boat show in Annapolis, Maryland, I discussed the possible purchase of a Mainship vessel with representatives of both Commonwealth and Mainship. Also, I know that Mainship had a dealer in Massachusetts at a location known as Scituate Yachts located in Scituate, Massachusetts in 1998 and reasonably believe that they were a dealer for at least three years. Subsequent to Scituate Yachts, it was my understanding that

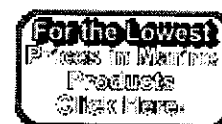
Scituate Yachts lost the dealership to Russo Marine located at 291 Mystic Ave, Medford, Massachusetts. In fact, in fall of 2000, Russo Yachts gave me a demo ride in a 390 Mainship. A true and accurate copy of a website page reflecting Russo as a Mainship dealer is attached hereto and identified as Exhibit A.

4. Also, in 2001, I do have knowledge that Russo Yachts was selling a new Mainship vessel. Moreover, although the Russo Marine may or may not have lost the dealership in 2001, it continued to be a Luhrs and Silverton dealer until 2003. It is important to know that Luhrs Marine Group is the parent corporation, which manufactures Mainship as well as Luhrs and Silverton.
5. Furthermore, although since my purchase of the boat, Russo may or may not be an authorized dealer, certainly Mainship continues to provide exclusive dealerships for this State as is reflected in the website of DiMillos Old Port Marina Yacht Sales. A true and accurate copy of the website home pages are attached hereto as Exhibit B.
6. In conclusion, I simply do not understand how this corporation could contend that it had no reasonable ties to this state when in fact during the precise year in which I purchased the Mainship vessel I have firm knowledge that Mainship was selling its yachts through a Massachusetts dealership.

SIGNED UNDER THE PAINS AND PENALTIES OF PERJURY THIS 15th DAY OF JUNE, 2005:


Robert J. Killion, Jr.

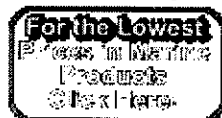
EXHIBIT A



The Virtual Internet Encyclopedia of Boating

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[Index Page](#)



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3A Marine Service, Inc. - Hingham, MA We are a marine service facility that sells and services boats, outboard motors, stern drives, inboard motors and boat trailers. Our company carries the following brands: Four Winns, Parker, Seaswirl, OMC, Volvo, Mercruiser, Johnson, Tohatsu and Calkins.

AllPower Granby

► **Bay View Yacht Sales, Inc** Professional yacht brokerage firm with over 30 years experience in selling power and sail yachts North Quincy, MA

Baert Marine Stores - Danvers, MA & Seabrook, NH Grady White, Maxum, Scout, and Lowe Boats. We also have Quicksilver inflatables, Yamaha outboard motors and Load Rite trailers. Our Water Sports Pro shop stores feature Obrien, HO Sports, Connelly, KD, Kidder, Hyperlite, Blindside, Liquid Force, O'Neil, Ski Warm, Neil Pride, Barefoot International, Fly High, and more! Offers complete service and parts on Yamaha Outboards, Mercruiser Stern Drives, and Evinrude and Johnson Outboards. Baert Marine also offers complete: winterizing and limited winter storage, Boat Hauling, and Road/Water Service.

Beverly Port Marina - Beverly, MA Beverly Port Marine is the 2nd largest marina in Mass. We sell Formula, Pro-Line, Avon, Mercury, Volvo. We have one of the finest marine service and parts departments in the area.

Boston Yachts Sales Boston Yacht Sales sells Hatteras, Topaz, Jupiter, and Sabreline Yachts in Massachusetts. Boston Yacht is very pleased to introduce our new charter service. New England in the summer, Florida and the islands in the winter.

North Weymouth, MA

Bosun's Marine Mashpee

Brewer Yacht Sales and Charters 10 locations in MA, CT & RI

Brownell Systems Inc. - Mattapoisett, MA The Brownell System is the perfect choice for boaters who want high quality service at an affordable price. Boat Transport, Hauling, Launching, Storage, and Yacht Sales - new or used boats.

Brunelle's Marina Provides marina docking services on the Connecticut River in South Hadley. Sells Myacht houseboats and Lund and Maxum boats. Includes used boats, motors, accessories and parts listing with descriptions and prices

Calypso Yacht Sales - Wollaston, MA As a Yacht Broker, our goal is to help you find the yacht and sailboats of your dreams so you can fully enjoy all of the benefits of the sailing lifestyle. Calypso also offers a Yacht Buyers Consulting & Delivery Service for prospective yacht buyers.

Cape Marine Inc. - Monument Beach, MA Full service boat and motor dealership. We specialize in the sales, installation, maintenance and repair of outboard and inboard/outboard motors. We are New England's largest outboard motor dealer. We feature Mercury outboard motors, and also sell Mariner and Force outboards and Mercruiser sterndrives. Our boat lines include Sea-Pro, Casco Bay, Bristol Skiffs, American Skiff and Monark aluminum boats.

Canoe Passage Outfitters - Canoe Passage Outfitters focuses on providing the best in outdoor adventure and recreation along the Taunton and Nemasket Rivers in Massachusetts. Canoe Passage Outfitters is a family operated business located in Raynham Mass.

Cape Yachts - Harwich Port, MA Welcome to Cape Yachts, New England's most complete boating dealership. We want to thank you for considering Cape Yachts to help you purchase your boat or yacht. Whether you're looking for a day boat or that custom offshore 74' Bourdeaux Yacht

Doug Russel Marine New and Used Boats that will fit your needs from Fishing and Skiing, to Pleasure Cruising and Luxury. We also carry Motors, Stern Drives, Parts and Accessories for your convenience. Our top quality primary manufacturer's include: Larson, SeaMaster, MerCruiser, Volvo engines and more...
Worcester, MA

Dudley Yacht Sales - North Falmouth, MA The finest in previously owned Power Boats. See our selection.

Eastern Yacht Sales Hingham

Edward's Boat Yard Falmouth

Gary Voller's Yacht Sales - Barnstable, MA We are a yacht dealer featuring Cruisers Yachts and Four Winns. We also are professional boat brokers and based on Cape Cod providing a constantly changing Inventory of Used Power Boats located primarily on the east coast of the U.S.

Gifford Marine Co Inc. South Dartmouth

Half Tide Marine - Mashpee, MA New and Used Boats. Dealers in LARSON, AQUASPORT and MONTEREY BOATS of all sizes. Authorized Dealer and Repair Center for Johnson, Yamaha, Mercury and Force Motors.

Kimpa Yacht Sales Marstons Mills

Kingman Yacht Center Inc. Cataumet

Lawrence L. Warner Yacht Brokers - Marion, MA We have been in Marion building boats since the 1960's, and brokering since 1980. Buzzards Bay offers some of the finest cruising areas in the country. Our specialty is finding the right boat for you, be it sail or power. Our contacts are extensive. If you don't see your boat here, call us. Chances are good we have it.

Marine USA Inc. - Worcester, MA; Milford & Gilford, NH At Marine USA we carry a complete line of boats from 12' to 32'. We stock Bayliner, Tracker, Sun Tracker, Nitro, Tahoe and preowned boats. Marine USA is an authorized Mercury Platinum Care Facility carrying the area's largest selection of boat parts, accessories and discount propellers. We have a full watersports department with water skis, wakeboards, tubes, ropes, vests, wetsuits and drysuits. We also stock boat motors and boat trailers for just about any application.

Martha's Vineyard Marine Brokerage -Vineyard Haven, MA Martha's Vineyard Marine Brokerage specializes in charters, new, used, and antique boats and marine supply. Inflatables, canoes, row boats, dinghies, skiffs, skulls, rowing shells, kayaks, power boats, wooden powers, sail boats, wooden sail

MARTIN WALTER CO., INC. - Norwell, MA Martin Walter Co., Inc. is a marine products, boat yard equipment, and industrial products specialist in boat handling equipment, boat hoists, marina forklifts, industrial mobile gantry cranes manufactured by Marine Travelift, Inc. Shuttlelift, Inc. Ot

Nauset Marine - Orleans, MA Nauset Marine, Inc. is a dealer for Boston Whaler, Albin and Shamrock boats. Used boats, marine store, parts & service. Covering Southeastern Massachusetts & Cape Cod, Marion, Pocasset, Orleans, MA

New Wave Yachts - MA ME New Wave Yachts in South Dartmouth and Manchester Massachusetts are dealers for Sabre sailboats, Edgewater powerboats and Pacific Seacraft powerboats and sailboats. New Wave Yachts also offers an extensive selection of pre owned sailboats and powerboats of all sizes.

Onset Bay Yacht Sales & Marina Onset Bay Marine and Yacht Sales is a full service yacht brokerage of new and used yachts. from: Luhrs Tournament, Silverton, Chris Craft, Sea Ray, Ocean Yachts and more. Buzzards Bay, MA

Oyster Harbors Marine of Maine - Freeport, ME, Osterville & Hyannis, MA Dealers for, Cabo Yachts, Regulator, Viking, Post, Ocean, Bertram and Limestone also extensive brokerage.

Plymouth Watersports Plymouth, MA, rent PWC's, skiffs, and cabin boats. Tour Cape Cod Bay. Get married on the beach. Enjoy private charters. We provide burials at sea.

Route 6 Auto and Marine North Darmouth

Russo Marine - New England's Leading Powerboat Dealer Russo Marine is New

England's Leading Powerboat Dealer. Established in 1940, we offer new boats from Boston Whaler, Carver, Chaparral, Luhrs, Mainship, Silverton and Trojan, and huge selection of pre-owned and brokerage boats. We're a full service marine dealership with complete sales, service, parts, accessories, marina slips, financing and insurance departments. Services are provided from three locations - two Massachusetts and one Rhode Island.

Slips Capeway Marine Sales of new and used boats, outboards, and marine accessories. Includes listing with description, pictures, and prices of used boats and engines. Located in Raynham

South Bridge Boathouse - Concord, MA We sell boats and boating equipment & accessories. We are a dealer for Old Town Canoes, Marathon Canoes, Mercury Outboards, and Palm Beach Fishing Boats. Rent a canoe or kayak from us. You can also choose to spend a leisurely lunch, dinner, or Sunday breakfast cruising aboard our comfortable pontoon boat.

Seacoast Marine Inc. Newburyport

Ship Shop Inc. South Yarmouth

South Shore Dry Dock Marine, Inc. - Marshfield, MA South Shore Dry Dock Marine specializes in the sale of quality pre-owned boats with the largest selection of sportfishers, cruisers, and performance boats in the Northeast

Twin City Marine - Central Falls, RI & Raynham & Cape Cod, MA Twin City Marine-New Boat Dealers for Cruisers Yachts, Four Winns Boats, Zodiac Inflatables, Johnson and Evinrude Outboards Motors. Also see our used boats.

EXHIBIT B

- **DiMillo's Old Port Yacht Sales**
- **Yachts For Sale**
- **New Yachts In Stock or On Order**
- **Sabreline**
- **Back Cove Yachts**
- **Mainship**
- **Chris-Craft**
- **Selling Your Boat?**
- **DiMillo's Old Port Marina**
- **DiMillo's Floating Restaurant**
- **E-mail**
- **Directions**
- **Contact Yacht Brokers**
- **Maine Boats & Harbor**

DiMillo's



OLD PORT

marina & yacht sales
PORTLAND, ME

Mainship



DiMillo's Old Port Yacht Sales is proud to be the exclusive dealer of Mainship Trawlers & Pilot yachts for the Massachusetts, New Hampshire & Maine regions. Designed for performance, comfort and economical cruising, these yachts will provide long and enjoyable moments on the ocean.

Over the past several years, DiMillo's Old Port Yacht Sales has been a leading sales performer with Mainship Trawlers. The dedication to our customers & the product, has been the striving force behind our success. We believe in 100% customer satisfaction. Just ask our Mainship owners how their experience was working with DiMillo's Old Port Yacht Sales.

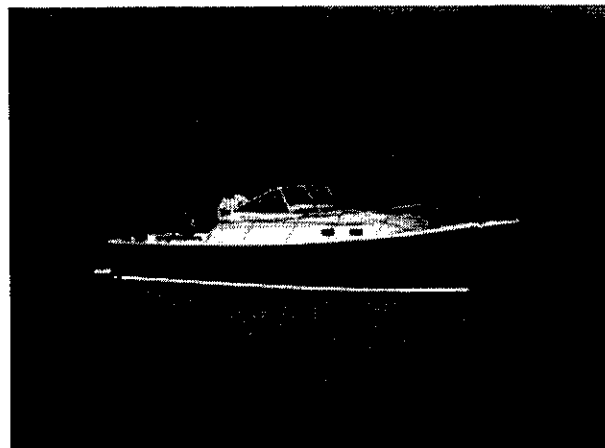
[Click Here to View Listings for Mainship Trawlers](#)



Mainship Pilot 30 II

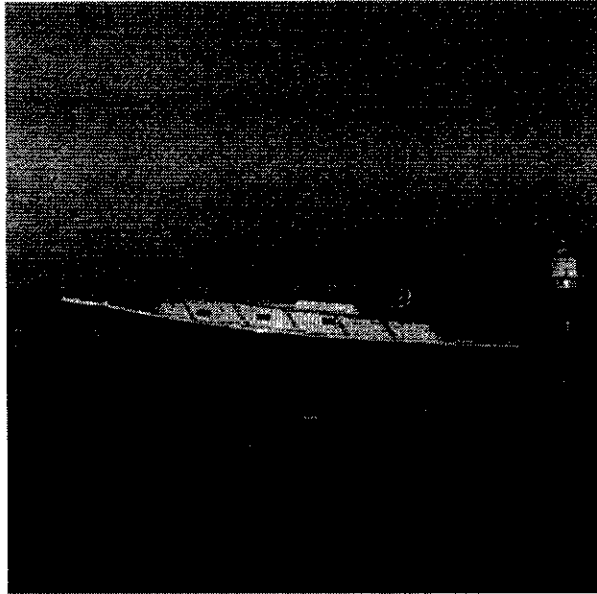
The All New Mainship Pilot 30 II is available now! New hull, New interior layout, New Galley, New Dinette, New center-line berth, New prop pocket, and All New engine package. Not to mention the incredible 2' 6" draft will bring your boat exploring into new waters.

Re-designed for more performance and greater interior comfort. Simply



put, the Mainship Pilot 30 will leave the competition in our wake.

For additional information on the Pilot 30 II and also to learn more about the ordering process, contact us today.



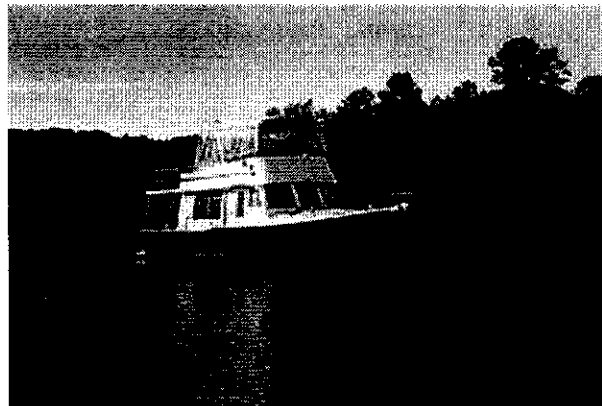
Mainship Pilot 30 & 34

The Pilot Series, which offers the lobster boat/downeast style look, are economical to run under power by the standard single or twin diesels. Performance, agility and comfort are hallmarks of the Pilot 30 & Pilot 34. The Pilot Series is designed to keep you on the water cruising, not on the cleaning detail.

Mainship keeps the exteriors wood-free which provides for the easy maintenance. Both the Pilot 30 & Pilot 34 downeast cruisers are available in hard-top or open styles. Whatever your cruising desires are, the Mainship Pilot series will take you there.

The All-New Mainship 400 Trawler

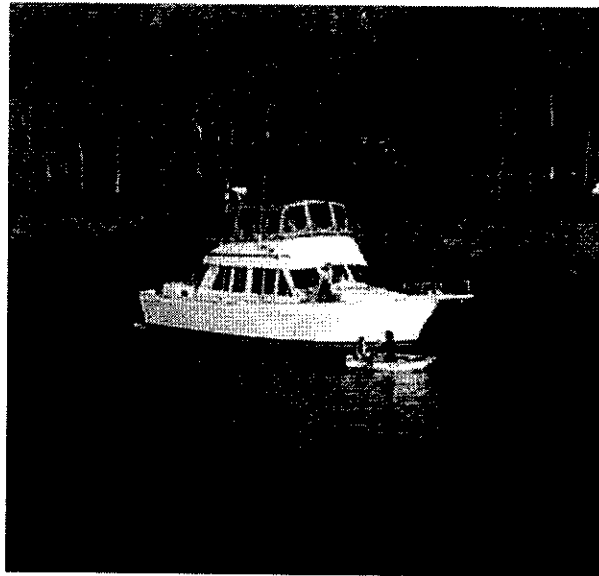
Since its debut at the 2002 United States Powerboat Show in Annapolis, the all-new 400 Trawler has made its mark in the boating world. Designed with the all-popular 390 in mind, the



new 400 is featured in the beautiful cherry wood interior. All cabinets, drawers and tables are solid cherry and the optional cherry and holly sole is very traditional as well as serviceable. The extended salon includes an Ultra leather sofa, entertainment center with stereo and flat screen TV. A starboard side galley offers a full size, dual voltage refrigerator and freezer, microwave, 3-burner range and oven, and even a coffee maker. Special attention has been given to general and dishware storage and the location for an under counter trash receptacle. To port of the lower station is a full dinette that seats five with a comfortable bench and three chairs. Forward, is a master stateroom with a centerline inner spring queen berth and plenty of hanging, drawer and locker storage. A second stateroom offers two single berths and an optional innovative desk

arrangement, and the head, with a separate stall shower is accessible from the master stateroom or the companionway.

Call us today and learn more about the 400 Trawler as well as her availability for purchase and viewing.



Mainship 390 & 430 Trawlers

Flybridge sedan or aft-cabin, these Mainship Trawlers are made to take you where you want to go. Comfort and convenience are paramount in long-distance cruising, and Mainship is up to the task.

Wide, well-equipped flybridges offer excellent visibility and access is simple and safe with wide molded steps. Below, warm teak and truly livable layouts are perfect for extended living aboard. We currently have the 390 Trawler and the 430 Trawler in stock. Both trawlers are at our docks and ready for your inspection. Contact us today for a personal showing and of course, sea trials are welcomed.

To arrange a showing of our in-stock inventory or to learn more about the offerings of the Mainship Trawlers & Pilot boats, contact DiMillo's Old Port Yacht Sales. Also visit Mainship's website at www.mainship.com

DiMillo's Old Port Yacht Sales

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[Email Us](#)

<http://yachtworld.com/dimillosyachts>

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